

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Seaport Therapeutics, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**2834**  
(Primary Standard Industrial  
Classification Code Number)

**99-2235719**  
(I.R.S. Employer  
Identification No.)

**Seaport Therapeutics, Inc.**  
**101 Seaport Blvd., Floor 12**  
**Boston, Massachusetts 02210**  
**(617) 807-4062**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Daphne Zohar**  
**Chief Executive Officer**  
**Seaport Therapeutics, Inc.**  
**101 Seaport Blvd., Floor 12**  
**Boston, Massachusetts 02210**  
**(617) 807-4062**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Mitchell S. Bloom**  
**Benjamin K. Marsh**  
**Kristen M. McCarthy**  
**Goodwin Procter LLP**  
**100 Northern Avenue**  
**Boston, Massachusetts 02210**  
**(617) 570-1000**

**Nathan Ajiashvili**  
**Salvatore Vanchieri**  
**Sandy Kugbei**  
**Latham & Watkins LLP**  
**1271 Avenue of the Americas**  
**New York, New York 10020**  
**(212) 906-1200**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  (333-294976)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.**

## EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”), for the sole purpose of increasing the aggregate number of shares of common stock offered by Seaport Therapeutics, Inc. (the “Registrant”) by 2,714,000 shares, 354,000 of which are subject to purchase upon exercise of the underwriters’ option to purchase additional shares of the Registrant’s common stock. The contents of the Registration Statement on Form S-1, as amended (File No. 333-294976), filed by the Registrant with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act, including all amendments and exhibits thereto (the “Prior Registration Statement”), which was declared effective by the Commission on April 30, 2026, are incorporated by reference into this Registration Statement.

The additional shares of common stock that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in Exhibit 107 of the Prior Registration Statement.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith or incorporated by reference herein.

### EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit Index</u>
5.1	<a href="#">Opinion of Goodwin Procter LLP</a>
23.1	<a href="#">Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm</a>
23.2	<a href="#">Consent of Goodwin Procter LLP (included in Exhibit 5.1)</a>
24.1*	Power of Attorney
107	<a href="#">Filing Fee Table</a>

\* Previously included on the signature page to the Prior Registration Statement, originally filed with the Securities and Exchange Commission on April 10, 2026 and incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, Massachusetts on the 30<sup>th</sup> day of April, 2026.

**Seaport Therapeutics, Inc.**

By: /s/ Daphne Zohar  
Daphne Zohar  
Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in their capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>
<u>/s/ Daphne Zohar</u> Daphne Zohar	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>
<u>/s/ Lauren White</u> Lauren White	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>
* <u>Steven M. Paul, M.D.</u>	Director
* <u>Robert J. Hombach</u>	Director
* <u>James Healy, M.D., Ph.D.</u>	Director
* <u>Sharon Mates, Ph.D.</u>	Director
* <u>Jason Pitts, Ph.D.</u>	Director
* <u>Sandra E. Peterson</u>	Director
* <u>Denice Tores, J.D.</u>	Director
* <u>David Wheadon, M.D.</u>	Director

\*By: /s/ Daphne Zohar  
Daphne Zohar  
Attorney-in-Fact



Goodwin Procter LLP  
620 Eighth Avenue  
New York, NY 10018

goodwinlaw.com  
+1 617 570 1000

April 30, 2026

Seaport Therapeutics, Inc.  
101 Seaport Blvd  
Seaport Boston, MA 02210

Re: Securities Registered under Registration Statement on Form S-1

We have acted as counsel to you in connection with your filing of (i) a Registration Statement on Form S-1 (File No. 333-294976) (as amended or supplemented, the "Initial Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), and (ii) a second Registration Statement on Form S-1 filed pursuant to Rule 462(b) promulgated under the Securities Act (the "462(b) Registration Statement," and together with the Initial Registration Statement, the "Registration Statement"). This opinion letter is being furnished to you in connection with your filing of the 462(b) Registration Statement relating to the registration of the offering by Seaport Therapeutics, Inc., a Delaware corporation (the "Company"), of up to 2,714,000 shares (the "Shares") of the Company's voting Common Stock, \$0.0001 par value per share, including Shares purchasable by the underwriters upon their exercise of an over-allotment option granted to the underwriters by the Company. The Shares are being sold to the several underwriters named in, and pursuant to, an underwriting agreement among the Company and such underwriters (the "Underwriting Agreement").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when delivered and paid for in accordance with the terms of the Underwriting Agreement, will be validly issued, fully paid and non-assessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in *74 Business Lawyer* 815 (Summer 2019).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement and to the references to our firm under the caption "Legal Matters" in the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

## CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated February 27, 2026, except for the effects of the reverse stock split discussed in Note 18 to the consolidated financial statements, as to which the date is April 27, 2026, relating to the financial statements, which appears in Amendment No. 1 to the Registration Statement on Form S-1 (No. 333-294976) of Seaport Therapeutics, Inc. We also consent to the reference to us under the heading "Experts" in Amendment No. 1 to the Registration Statement on Form S-1 (No. 333-294976) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts  
April 30, 2026

# Calculation of Filing Fee Tables

S-1

## Seaport Therapeutics, Inc.

Table 1: Newly Registered and Carry Forward Securities

Not Applicable

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial Effective Date	Filing Fee Previously Paid in Connection with Unsold Securities to be Carried Forward
<b>Newly Registered Securities</b>												
Fees to be Paid	1 Equity	Common Stock, \$0.0001 par value per share	457(a)	2,714,000	\$ 18.00	48,852,000.00	\$ 0.0001381	\$ 6,746.46				
Fees Previously Paid												
<b>Carry Forward Securities</b>												
Carry Forward Securities												
Total Offering Amounts:						\$		\$ 6,746.46				
Total Fees Previously Paid:								\$ 0.00				
Total Fee Offsets:								\$ 0.00				
Net Fee Due:								\$ 6,746.46				

### Offering Note

<sup>1</sup> (1) Represents only the additional number of shares being registered and includes 354,000 shares of common stock that the underwriters have the option to purchase. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-294976), as amended (the "Prior Registration Statement"). (2) Estimated solely for the purpose of computing the registration fee in accordance with Rule 457(a) under the Securities Act of 1933, as amended (the "Securities Act"). (3) The registrant previously registered securities at an aggregate offering price not to exceed \$244,260,000.00, which was declared effective by the Securities and Exchange Commission on April 30, 2026. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$18.00 per share is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

Table 2: Fee Offset Claims and Sources

Not Applicable

	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
<b>Rules 457(b) and 0-11(a)(2)</b>											
Fee Offset Claims											
Fee Offset Sources											
<b>Rule 457(p)</b>											
Fee Offset Claims											
Fee Offset Sources											

Table 3: Combined Prospectuses

Not Applicable

Security Type	Security Class Title	Amount of Securities Previously Registered	Maximum Aggregate Offering Price of Securities Previously Registered	Form Type	File Number	Initial Effective Date